

UNITED STATES DEPARTMENT OF THE TREASURY

March 22, 2010

Marathon Legacy Securities GP, LLC
One Bryant Park
New York, NY 10036

UST Reallocation

Ladies and Gentlemen:

Reference is made to (i) the Amended and Restated Limited Partnership Agreement of Marathon Legacy Securities Public-Private Investment Partnership, L.P., (the “Partnership”) dated as of November 25, 2009 (as the same may be amended, modified or supplemented from time to time, the “Partnership Agreement”) and (ii) the Loan Agreement, dated as of the date set forth on Schedule A thereto, by and among the Partnership, as Borrower, The Bank of New York Mellon, as Administrative Agent and Collateral Agent, and The United States Department of the Treasury, as Lender (as the same may be amended, modified or supplemented from time to time, the “Loan Agreement”). Capitalized terms used but not defined herein have the meanings set forth in the Partnership Agreement or the Loan Agreement, as applicable.

The aggregate capital commitments of UST to the UST/TCW Senior Mortgage Securities Fund, L.P. (the “TCW Fund”) was \$1,111,111,111.00, of which \$44,500,000.00 has been re-invested in other PPIFs. Accordingly, \$1,066,611,111.00 remains available for reallocation, which equates to \$133,326,388.87 per each of the other eight PPIFs.

Pursuant to Section 3.1(g) of the Partnership Agreement, UST hereby consents and the General Partner agrees to a UST Reallocation in the amount of \$133,326,388.87 to the Partnership. The revised maximum Capital Commitment of UST (the “Maximum UST Capital Commitment”) and Maximum UST Debt Amount (upon application of the definition of the “Maximum UST Debt Amount” in the Loan Agreement) are set forth on Exhibit I hereto. Such allocation shall be deemed effective upon the date hereof.

For the avoidance of doubt, notwithstanding anything to the contrary set forth herein or in the Partnership Agreement, the Capital Commitment of UST shall at all times equal the aggregate Capital Commitments of the Limited Partners other than UST.

* * * *

Sincerely,

THE UNITED STATES DEPARTMENT OF THE
TREASURY, as Limited Partner and Lender

By:

A handwritten signature in dark ink, appearing to read "Herbert M. Allison, Jr.", written over a horizontal line.

Name: Herbert M. Allison, Jr.

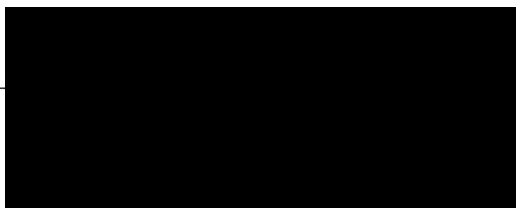
Title: Assistant Secretary for Financial Stability

Acknowledged and Agreed to by:

MARATHON LEGACY SECURITIES GP, LLC

By:

Name:
Title:



UST REALLOCATION

Prior Capital Commitment of UST	UST Reallocation	Maximum UST Capital Commitment	Maximum UST Debt Amount
\$1,111,111,111.00	133,326,388.87	\$1,244,437,499.87	\$2,488,874,999.74